

**AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574**

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Barrow Recording District in Book 24 Pages 0001 through 0107 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 13th day of September, 2002 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, BP Pipelines (Alaska) Inc., ExxonMobil Pipeline Company, Phillips Transportation Alaska, Inc., Unocal Pipeline Company, and Williams Alaska Pipeline Company, L.L.C., located at 1835 South Bragaw Street, Mailstop-596, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional State of Alaska land for a temporary construction zone to accommodate the installation and maintenance of revetment structure on the west bank of the Sagavanirktok River at pipeline milepost 32.8. The revetment will enhance the integrity of the pipeline by preventing further encroachment of the Sagavanirktok River on the workpad and buried pipeline.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the lands within the Barrow Recording District described as:

Township 5 North, Range 14 East, Umiat Meridian, Alaska

Section 6, SW4 and Section 7, NW4, those lands adjacent to the Trans-Alaska Pipeline System (TAPS) right-of-way comprising a 700'x1600' area as depicted on the drawing submitted with the Issued For Construction package labeled "PLMP 32.8 SAG RIVER REVETMENT RIPRAP REVETMENT PLAN & SECTION, DWG.NO. D-00-F3161-C1".


Containing approximately 25.7 acres.

The lands described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574.


The lands needed to accommodate the revetment structure after construction will be substantially less than those described above. After construction, Alyeska Pipeline Service Company will submit an as-built drawing for the Commissioner's approval. The as-built drawing will tie the structures to the pipeline centerline. Upon Alyeska's acceptance of the Commissioner's approval of the as-built, Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574 will be amended to reflect the final, amended legal description.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA


Pat Pourchot
Commissioner
Department of Natural Resources

LESSEE


Peter C. Nagel / Sr. Landowner Relations Specialist
Alyeska Pipeline Service Company, Agent for
Amerada Hess Pipeline Corporation, BP Pipelines
(Alaska) Inc., ExxonMobil Pipeline Company, Phillips
Transportation Alaska, Inc., Unocal Pipeline Company,
and Williams Alaska Pipeline Company, L.L.C

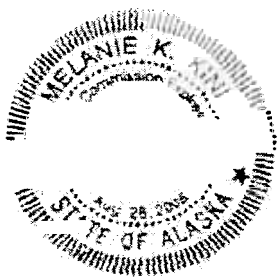
STATE OF ALASKA

) ss.

THIRD JUDICIAL DISTRICT

THIS IS TO CERTIFY that on the 10th day of Sept., 2002, before me, personally appeared Peter C. Nagel, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.



Melanie Kline
Notary Public in and for the State of Alaska
My Commission expires 08-28-05

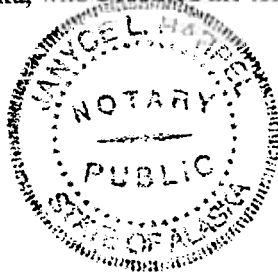
STATE OF ALASKA

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) ss.

THIRD JUDICIAL DISTRICT

THIS IS TO CERTIFY that on the 13th day of September, 2002, before me, personally appeared Pat Pourchot, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.



Janyce L. Nagel
Notary Public in and for the State of Alaska
My Commission expires 5-12-06